MARVEL COMICS®

SPIDER-MAN®

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UNTOLD TALES of SPIDER-MAN®

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Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

MENACE!

THE FIRST COMMUNITY BANK OF YONKERS, WESTCHESTER COUNTY, NEW YORK. 3:15 P.M.

I AM MENACE!

I AM A *MUTANT* -- HOMO SUPERIOR -- THE NEXT STEP IN *HUMAN EVOLUTION!* AND MY *MUTANTMEN* AND I --

-- ARE *CONFISCATING* THE FUNDS IN THIS BANK IN THE NAME OF *MUTANT SUPREMACY* --

-- IN THE NAME OF THE *TOTAL SUBJUGATION OF THE HUMAN RACE!*

TELLER CLOSED

DEPOSIT WITHD

MUTANT MENACE AND MAYHEM

WITH

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THE CAMELOT TOWERS PENTHOUSE BALLROOM, PARK AVENUE, MANHATTAN. 3:27 P.M.

NO ONE IS *SAFE!* WE MUTANTS ARE EVERYWHERE -- AND *ALL-POWERFUL!*

SEE HOW *EASILY* I TELEPORT MYSELF AND MY MUTANTMEN FROM PLACE TO *PLACE* --

-- TO BLEED YOU INFERIOR HUMAN SWINE OF YOUR *VALUABLES* -- OF YOUR ILLUSION OF *SECURITY* --

-- AND IF YOU RESIST -- OF YOUR *VERY LIVES!*

THE GIDEON MUSEUM OF THE ARTS, FORT LEE, NEW JERSEY. 3:32 P.M.

YOUR TREASURES, YOUR JEWELRY -- ALL *FORFEIT!* FOR A NEW DAY IS *DAWNING* IN THIS WORLD --

-- A DAY WHEN MUTANTS SHALL TAKE THEIR *RIGHTFUL PLACE* AS RULERS OF THIS PLANET AND *ALL UPON IT* --

BODENSTEINER AVENUE, NASSAU COUNTY, LONG ISLAND. 3:39 P.M.

-- AND IT SHALL BE YOUR PRIVILEGE TO *SERVE* US -- AS NOTHING MORE THAN LOWLY *SLAVES!*

I AM *MENACE*, AND I GIVE YOU *FAIR WARNING* --

-- THAT YOUR TIME AS MASTERS OF THE EARTH IS *OVER* -- AND THE AGE OF THE *MUTANT* IS UPON YOU!

HA HA HA HA HA HA

THAT'S OUR PROLOGUE! NOW, ON TO OUR STORY, WHICH BEGINS A FEW EVENINGS LATER --

-- IN QUIET FOREST HILLS, HOME OF THE AMAZING SPIDER-MAN! BUT SPIDEY'S NOT WORRIED ABOUT SUPER-VILLAINS TONIGHT...

PETER... PETER...

I'M HERE, AUNT MAY. I'M HERE.

...NOT WHEN HIS AUNT MAY LIES AT DEATH'S DOOR, WEAKENED BY A MASSIVE HEART ATTACK...

GOT TO... GOT TO WATCH OVER HIM... PROMISED... RICHARD AND MARY... BUT... HE'S SO WITHDRAWN, SO FRAIL...

DON'T WORRY ABOUT ME, AUNT MAY. YOU JUST REST... REST AND RECOVER.

IF ONLY THERE WAS SOMETHING I COULD DO! BUT FOR ALL MY SPIDER-POWERS --I'M HELPLESS!

I OWE HER SO MUCH I CAN NEVER REPAY! AND NOW, SHE NEEDS ME --

-- AND I CAN'T EVEN GO OUT LOOKING FOR CRIME PHOTOS TO SELL TO THE BUGLE, IN ORDER TO PAY FOR HER MEDICINE. I JUST DON'T DARE LEAVE HER!

IT'S ALMOST FUNNY. THE WORLD THINKS SPIDEY'S A COWARD -- AFTER I RAN FROM A FIGHT WITH THE GREEN GOBLIN. IF THEY ONLY KNEW --!

PETER PARKER! YOU'LL MAKE YOURSELF ILL, SITTING AROUND AND FRETTING LIKE THIS! YOU'D BETTER LET ME WATCH MAY FOR A WHILE!

Mrs. WATSON! IT'S GOOD OF YOU TO OFFER, BUT YOU'VE DONE SO MUCH ALREADY -- TAKING CARE OF HER WHILE I'M IN SCHOOL --

Oh, PISH-TOSH! SHE'S MY FRIEND, IT'S NO BOTHER. AND YOU NEED TO GET OUT -- TO GET SOME AIR, TO SPEND SOME TIME WITH YOUR FRIENDS.

BUT Mrs. WATSON --

NOT ANOTHER WORD! NOW SCOOT!

AND SO, HEAVY-HEARTED, PETER PARKER WANDERS THROUGH THE GATHERING DUSK, HIS MIND BLANK, HIS FEET MOVING AUTOMATICALLY --

-- TAKING HIM, PERHAPS INEVITABLY, TO A SUBWAY ENTRANCE --

-- AND FROM THERE TO --

DAILY BUGLE

THE DAILY BUGLE. FIGURES I'D WIND UP HERE -- BUT I DON'T HAVE REASON TO GO IN. I'VE GOT NO PHOTOS TO SELL --

-- AND BETTY DOESN'T WANT TO SEE ME -- SHE'S MADE THAT PRETTY CLEAR. STILL, MAYBE IF I GO IN -- APOLOGIZE AGAIN --

PETER? PETER PARKER? OF ALL THE PEOPLE TO RUN INTO!

Huh? WHO --?

LIZ ALLAN! WHAT ARE YOU DOING IN MANHATTAN?

WELL, EITHER I'M CARRYING BOXES AND BAGS AROUND AS PART OF A NEW EXERCISE PROGRAM -- OR I'VE BEEN OUT SHOPPING!

IF YOU DON'T MIND MY SAYING SO, PETER -- YOU LOOK AWFUL!

YOU'VE GOT BAGS UNDER YOUR EYES, YOU'RE PALE -- YOU LOOK LIKE YOU HAVEN'T SLEPT IN DAYS!

IT'S NOT YOUR AUNT, IS IT? SHE'S -- SHE'S GOING TO BE OKAY, RIGHT?

WELL, THE DOCTORS SAY SHE'S GOT EVERY CHANCE -- AND THEY LET HER COME HOME, BUT...

Oh, PETER. IT MUST BE AWFUL. BUT STILL, YOU'VE GOT TO TAKE CARE OF YOURSELF, TOO. LET'S GO SOMEWHERE -- GET SOME FOOD INTO YOU...

WELL, I GUESS A GUY'S GOTTA EAT...

THAT'S THE SPIRIT, PAL. CAN'T HAVE THE SMARTEST BOY IN SCHOOL COLLAPSING FROM MALNUTRITION, CAN WE?

PETER FEELS HIS MOOD BEGINNING TO LIFT, AND EVEN SMILES, SLIGHTLY.

BUT HE MIGHT NOT FEEL QUITE THE SAME IF HE WERE TO LOOK BEHIND HIM AT THIS MOMENT...

I THOUGHT I SAW -- I DID! THERE'S PETER! AND HE'S WITH LIZ ALLAN AGAIN!

I TOLD MYSELF I WAS IMAGINING THINGS -- THAT I WAS OVERREACTING --

-- BUT I GUESS I WAS RIGHT THE *FIRST* TIME. FACE IT, BETTY BRANT -- YOU'VE *LOST* HIM!

BUT -- THAT'S WHAT YOU *WANTED*, ISN'T IT? OR... *IS* IT?

AND, UNAWARE OF THIS...

-- DON'T EVEN *REMEMBER* MY PARENTS. AUNT MAY AND UNCLE BEN -- THEY'VE BEEN THE ONLY *FAMILY* I'VE KNOWN.

AND SINCE *UNCLE BEN* DIED, AUNT MAY'S TAKEN *SO MUCH* ON HERSELF -- SCRIMPED AND SAVED, *SACRIFICED* --

YOU'RE LUCKY TO HAVE SOMEONE WHO *CARES* ABOUT YOU SO MUCH, PETER. FRANKLY, I'VE ALWAYS BEEN A LITTLE *JEALOUS* OF YOU FOR THAT...

REALLY? BUT YOUR DAD'S RICH -- HE'S GOT A *HOTEL*, A *NIGHTCLUB* --

YEAH, AND SINCE MY FOLKS SPLIT UP, I GET TO SEE HIM EVERY OTHER *WEEKEND* -- AND WHEN HE CAN SPARE THE *TIME*.

BUT HEY, LET'S NOT *TALK* ABOUT THIS. LET'S *EAT*.

THIS PLACE LOOKS GOOD.

WELL, IT'S NOT THE KIND OF PLACE *I'D* HAVE PICKED, BUT...

Oh, COME ON, PETER. WHAT COULD BE *BETTER?* IT'S A BEATNIK COFFEE-HOUSE -- WITH *POETRY READINGS*, YET!

IT'S A CHANGE OF *PACE* -- EXACTLY WHAT YOU NEED TO MAKE YOU FORGET YOUR *TROUBLES* FOR A LITTLE BIT!

THERE THEY WERE, A *GENERATION*... LOST, ALONE, *OVERWHELMED*...

...THIRSTING FOR A *WAKE-UP CALL*, WITHOUT EVEN A *TOOTHBRUSH*...

IF YOU *SAY* SO, LIZ --

-- BUT I HOPE THEY FLIP BURGERS BETTER THAN THAT GUY WRITES *POETRY*, OR THIS COULD BE AN *EXCRUCIATING* EXPERIENCE..!

SEE? NOW *THERE'S* THE PETER PARKER I REMEMBER...

BUT PETER AND LIZ AREN'T THE ONLY CUSTOMERS OF NOTE THIS EVENING...

SEE? DID I TELL YOU OR DID I *TELL* YOU? *LOOK* AT THIS PLACE! DRINK IN THE *ATMOSPHERE!* CHECK OUT THE *CHICKS!*

IF THIS ISN'T THE *GREATEST* LITTLE DIVE IN GREENWICH VILLAGE, I'M THE *TOAD!*

CAREFUL, ROBERT M'LAD! DON'T OVER-*AGGRANDIZE* THE ESTABLISHMENT -- OR IT'LL ASSUREDLY FALL SHORT OF OUR COMPATRIOTS' *EXPECTATIONS!*

HERE, JEAN -- LET ME HANG UP YOUR *JACKET* FOR YOU.

THANKS, WARREN...

WELL, BOBBY BOY? YOU ARE PAUSING LIKE A *PROWLING PANTHER* -- BUT THERE ARE *PLENTY* OF POTENTIAL PLACES TO PARK OUR *POSTERIORS!*

SORRY, HANK.

I JUST WANNA MAKE SURE WE SIT IN *ZELDA'S* SECTION.

I SWEAR, THAT LITTLE GAL MUST HAVE *SUPER POWERS* --

-- BECAUSE SHE MELTS MY FROSTY LITTLE HEART WITH NOTHING BUT A *GLANCE!*

SCOTT, YOU LOOK SO GRIM, SO *SERIOUS!* CAN'T YOU TAKE ONE NIGHT OFF, AND RELAX, WITH THE *REST* OF US?

SORRY, JEAN. WITH THE PROFESSOR AWAY, I'M A LITTLE DISTRACTED. PERHAPS I SHOULD HEAD BACK, LET THE REST OF YOU ENJOY YOURSELVES...

NONSENSE, SCOTT. NOW SIT DOWN -- THE *WAITRESS* IS HERE...

WHAT'LL IT BE, BIG SPENDER -- ONE CUP, FIVE WAYS?

NO *WAY,* ZEL -- MY PAL WARREN'S LUMPY WITH *LOOT!*

COFFEE ALL AROUND, A BASKET OF FRIES -- AND *MENUS!*

WHAT *IS* IT, HANK? WHAT HAVE YOU NOTICED?

PERHAPS NOTHING. IT'S THE HEADLINE ON YON FELLOW'S *BROADSHEET...*

MUTANTS, *PFAH!* THAT'S ALL YOU *HEAR* ABOUT THESE DAYS -- THE WAY THEY'RE ALL *AROUND* US, WAITING FOR THEIR CHANCE TO *STRIKE!*

DAILY BUGLE

MENACE STRIKES

MUTANT ROBBERIES INCREASE IN FREQUENCY

THE GOVERNMENT OUGHT TO ROUND'EM ALL UP, AND SEND'EM ALL BACK TO, Uh...

WELL, THEY OUGHTTA DO ***SOMETHING*** ABOUT'EM!

BRR! MUTANTS -- JUST THE THOUGHT OF THEM MAKES MY ***SKIN*** CRAWL! WHY, THERE COULD BE MUTANTS HERE ***RIGHT NOW***, AND WE WOULDN'T ***KNOW!***

DON'T BE ***RIDICULOUS***, LIZ. I EXPECT THERE ***ARE*** MUTANTS IN THE AREA, BUT THEY ARE NOT MONSTERS UNDER THE ***BED***, OR AN EVIL ***CONSPIRACY***--

-- THEY'RE JUST ***PEOPLE*** -- PEOPLE BORN WITH EXTRA POWERS OR ABILITIES, DUE TO ***GENETIC MUTATION***. SOME OF 'EM'LL BE ***BAD APPLES***, SURE --

-- BUT SOME'LL BE ***GOOD EGGS***, TOO -- JUST LIKE PEOPLE ***EVERYWHERE!***

LEND AN ***EAR***, COMPEERS! THIS PERSPICACIOUS FELLOW'S TALKING ***SENSE*** -- UNLIKE ***MUCH*** OF THIS MUDDLED MODERN WORLD!

PEOPLE ARE SCARED OF MUTANTS BECAUSE THEY FEAR THE ***UNKNOWN*** -- BUT THERE'S REALLY NO ***REASON*** FOR IT!

WE DON'T FEAR ***ALL*** HUMANS BECAUSE SOME OF 'EM ARE ***CROOKS***, DO WE?

AT THAT MOMENT, AT THE NEARBY OFFICES OF THE VAN LUNT TRADING COMPANY --

-- BUSINESS STILL BUSTLES, DESPITE THE HOUR --

-- BUT --

COWER, HUMANS, FOR ***MENACE*** HAS ARRIVED --

KRKAMM

-- THANKS TO THE DREAD POWER OF ***TELEPORTATION*** --

-- AND THE HOUR OF THE ***MUTANT*** IS ***UPON*** YOU!

SWIFTLY, THE MUTANTMEN ROUND UP THE COMPANY'S EMPLOYEES, AND SECURE THEM IN ONE AREA --

IN NOW!

W-WHAT DO YOU WANT!?!

SILENCE, HUMAN! YOU'LL GET YOUR TURN, IF I FAIL TO GET SATISFACTION FROM YOUR MANAGER, HERE!

AND NOW, PUNY WORM --

-- TASTE THE RIGHT THAT IS MY BIRTHRIGHT, THE POWER THAT MARKS ME FOREVER AS YOUR SUPERIOR!

YOU HOARD WEALTH HERE -- WEALTH IN THE FORM OF BEARER BONDS AND NEGOTIABLE SECURITIES!

KRAKK

UKHH!

THE MUTANT SUPREMACY REQUIRES THIS WEALTH -- TO FUND OUR HIDDEN LEGIONS, AND HASTEN THE END OF HUMANITY'S REIGN!

THUS, YOU HAVE A CHOICE TONIGHT: TURN OVER TO US WHAT WE SEEK, AND LIVE AS A SLAVE --

-- OR RESIST, AND DIE WHERE YOU GROVEL!

BUT NEARBY --

-- ONE EMPLOYEE, OVERLOOKED BY THE MUTANTMEN --

H-HID IN THE MEN'S-ROOM STALL -- ESCAPED THEIR NOTICE!

A-AND NOW -- I'M FREE!

GOT TO RUN -- GET TO A PHONE! CALL THE POLICE!

BUT FIRST --

-- GOT TO GET AWAY! OUT OF RANGE OF -- THEIR AWFUL POWERS!

MEANWHILE...

SO, PETER -- ARE YOU STILL SEEING THAT OLDER WOMAN? MISS BRANT?

BETTY? SHE'S NOT THAT MUCH OLDER THAN --

BUT BEFORE PETER CAN FINISH HIS SENTENCE --

QUICK! CALL THE POLICE! CALL THE ARMY!

MUTANTS -- AT VAN LUNT TRADING! THEY'VE TAKEN OVER -- THEY'RE KILLING THE EMPLOYEES! CALL THE AVENGERS -- CALL SOMEBODY!

HUH !?!

MOST OF THE COFFEE-- HOUSE'S CUSTOMERS ARE STUNNED INTO IMMOBILITY BY THE STARTLING NEWS! BUT AT ONE PARTICULAR TABLE --

-- NO, NOT THIS ONE --

HEADS UP, HALCYON HEROES! IF THERE WAS EVER AN OCCURRENCE THAT MERITED OUR ATTENTION -- THIS IS SURELY IT!

YEAH, SO WE CAN SAVE THE LIVES OF SOME INGRATES WHO'D RATHER SEE US JAILED -- OR SHOT!

QUIET, BOTH OF YOU!

YOU KNEW THE SITUATION WHEN YOU JOINED THE TEAM! NOW, MOVE -- WE'LL CHANGE INTO OUR COSTUMES IN THE ALLEY!

AND EVEN AS THE FIVE MYSTERIOUS TEENAGERS BOLT FOR THE DOOR --

-- ANOTHER ISN'T FAR BEHIND!

SOUNDS LIKE SPIDEY MIGHT BE NEEDED! BESIDES --

-- I CAN'T PASS UP THE CHANCE TO GET SOME NEWS PIX --

TO MAKE THE MONEY TO PAY FOR AUNT'S MAY MEDICINE!

SORRY, LIZ -- I'VE GOT TO GO!

GOT TO RUSTLE UP A CAMERA, AND GET OVER THERE -- THE BUGLE'LL NEED PHOTOGRAPHS!

B-BUT, PETER --

I'LL SEE YOU LATER!

BUT --

HMF!

FLASH THOMPSON NEVER RUNS OFF IN THE MIDDLE OF A DATE...!

AND SHORTLY, AT VAN LUNT TRADING --

P-PLEASE -- LET US --

SILENCE!

-- THE FIVE TEENAGERS FROM THE COFFEEHOUSE REAPPEAR, BUT IN A VERY DIFFERENT GUISE --

-- THAT OF THE STRANGEST HEROES OF ALL -- THE UNCANNY X-MEN

INTRUDERS! X-MEN!

STOP THEM!

GOT THAT BACKWARDS, FELLA -- WE'RE HERE TO STOP YOU!

AND JUST BECAUSE I'M FIRING MY OPTIC BLAST AT LOW INTENSITY, SO AS TO PUT YOU DOWN WITHOUT INJURING YOU --

ZAK!

-- DON'T THINK WE'RE GOING TO TAKE IT EASY ON YOU! HIT 'EM, X-MEN -- HARD AND FAST!

NICE, MARVEL GIRL! YOUR TELEKINESIS SET HIM UP FOR ME PERFECTLY -- WE MAKE A GOOD TEAM!

WRAK

THANKS, ANGEL! BUT WE'RE ALL A TEAM -- FOLLOWING CYCLOPS'S LEAD!

HEY, BEAST -- CHECK IT OUT! INSTANT CROOKSICLES -- EACH IN THEIR OWN SNOW-COCOONS!!

EXEMPLARY, MY DEAR ICEMAN! AS FOR ME, MY PRODIGIOUS PEDAL EXTREMITIES HAVE THINGS WELL IN HAND -- OR FOOT, TO BE MORE ACCURATE!

BUT EVEN AS THE X-MEN ENGAGE THEIR FOES --

RUN! RUN! IT'S MORE OF THEM!

IT FIGURES! THEY'RE AS SCARED OF US AS THEY WERE OF THEIR CAPTORS!

CAN'T ANYONE EVER BE GLAD TO SEE US..?

OUTSIDE...

THE VAN LUNT EMPLOYEES -- *FLEEING!* THEY MUST HAVE *ESCAPED!*

WELL, THAT'S ONE LESS THING TO *WORRY* ABOUT! NEXT STEP --

-- FIND THOSE MUTANT MARAUDERS THAT GUY WAS *SHOUTING* ABOUT!

WELL, WELL -- THIS MUST BE MY *LUCKY NIGHT!* THERE THEY *ARE!*

HEY! YOU DOWN THERE --

-- *FREEZE!*

I RECOGNIZE THESE GUYS -- THEY'RE THE *X-MEN!* THEY'VE BEEN DENOUNCED AS MUTANT TERRORISTS! BUT THERE ARE CONFLICTING REPORTS --

-- STORIES ABOUT THEM ACTUALLY *SAVING* A U.S. MISSILE BASE! I'D BETTER BE READY FOR *ANYTHING!*

SPIDER-MAN?!

H-HE MUST THINK *WE'RE* RESPONSIBLE FOR THIS!

THERE MAY BE OTHERS IN *PERIL,* FEARLESS LEADER! SAY THE WORD -- AND I'LL *REMONSTRATE* WITH SPIDER-MAN, FREEING YOU OTHERS TO --

NO, BEAST! WE'RE NOT RESORTING TO *VIOLENCE* --

-- UNLESS IT'S UNAVOIDABLE!

LISTEN TO ME, SPIDER-MAN! I DON'T KNOW WHAT YOU'VE *HEARD* ABOUT US -- BUT WE'RE *NOT* THE VILLAINS HERE!

WE'RE TRYING TO *SAVE LIVES* -- AND THERE ISN'T ANY TIME TO WASTE! *JOIN* US, IF YOU LIKE -- BUT BELIEVE ME, WE HAVE NO REASON TO *FIGHT!*

AIEEEE

WELL, SHADES, JUDGING BY THE SCREAMS COMING FROM *ABOVE* -- AND THE FACT THAT I'VE HAD A LITTLE EXPERIENCE WITH *BAD PRESS* MYSELF --

-- I'M INCLINED TO GIVE YOU THE BENEFIT OF THE *DOUBT!* DO WHAT YOU HAVE TO -- AND I'LL *PITCH IN,* IF I CAN!

THANKS! STAIRWELL'S OVER *THERE,* X-MEN --

"-- LET'S GO!"

YOU'VE ONLY FELT A *FRACTION* OF MY POWER SO FAR, HUMAN! NOW SPEAK -- OR I REDUCE YOUR HEAD TO A *CINDER!*

P-PLEASE --! I'VE GOT A *WIFE* -- KIDS! THE BONDS ARE IN A *SAFE* -- I-IN Mr. WILKIN'S OFFICE! B-BUT I D-DON'T KNOW THE *COMBINATION* --!

NO MATTER! THE SAFE HAS NOT BEEN BUILT THAT CAN WITHSTAND MY *MUTANT POWER!* LEAD ME TO IT -- AND YOUR LIFE IS SPARED!

BUT AT THAT MOMENT...

HEY -- IT'S THAT *MENACE* CHARACTER! I'VE BEEN *ITCHING* FOR A CHANCE AT HIM, THE WAY HE'S BEEN MAKING MUTANTS LOOK *BAD!*

WATCH *OUT*, KIDS -- THE ARTICLES SAID HE'S A *TELEPORTER*, LIKE THE VANISHER!

THE X-MEN?!

WHAM KAM

AND *SPIDER-MAN* -- DON'T FORGET ABOUT *ME!*

YOU CAN TELL I'M A *RINGER* -- 'CAUSE I'M NOT WEARING THE *SCHOOL COLORS!*

Bah! I HAVE NO *TIME* FOR THIS! *DEAL* WITH THEM, MY MUTANTMEN --

-- WHILE I ATTEND TO OUR *PRIMARY* OBJECTIVE!

SURRENDER, X-MEN!

SURRENDER, OR *DIE!*

WHOA! I KNOW HOW *THIS* SCENE PLAYS OUT, FELLAS 'N'GALS! I'VE PLAYED IT OFTEN ENOUGH MYSELF!

WHY DON'T YOU WALTZ AROUND WITH THESE *CHEERFUL CHARLIES,* X-FOLKS --

-- WHILE I MAKE TRACKS AFTER THE *HEAD CHEESE!*

A HEAD-ON ASSAULT AGAINST A GUY WHO CAN ***TELEPORT*** ISN'T THE SMARTEST OF IDEAS -- SO MAYBE I'D BETTER TRY A LESS ***DIRECT*** ROUTE!

AND THIS ***VENTILATION GRID*** LOOKS LIKE JUST THE TICKET!

RRAKK

LOOKS PRETTY SIMPLE -- THE VENTILATION SYSTEM RUNS IN A LINE PAST ***ALL*** THE BACK OFFICES!

THEY SHOULD ALL BE ***DESERTED*** AT THIS HOUR -- SO ALL I HAVE TO DO IS FOLLOW THE SLIGHTEST ***SOUND...!***

AND, SURE ENOUGH --

WHERE ***ARE*** YOU, LITTLE OFFICE SAFE? STUFFED WITH ***SECURITIES*** -- BULGING WITH ***BONDS!***

COME TO ***PAPA...***

SHKK

Ah!

TEAM ALPHA TO ***TEAM BETA!*** HOLD OFF -- REPEAT, ***HOLD OFF*** UNTIL YOU GET THE CLEAR-SIGNAL FROM ME!

WE HAVE REACHED THE ***OBJECTIVE*** -- AND THINGS ARE UNDER CONTROL -- BUT THERE'S BEEN A ***DELAY!***

HOLD YOUR POSITION AND WAIT 'TIL YOU ***HEAR*** FROM ME. TEAM ALPHA ***OUT!***

"TEAM ALPHA"?

"COME TO PAPA"? WHAT'S HE UP TO -- AND WHY DOES HE SUDDENLY SOUND COMPLETELY DIFFERENT?

OKAY, LITTLE SAFE -- LET'S SEE JUST HOW ***TOUGH*** YOU ARE...

I REALLY SHOULD HANG BACK -- TAKE SOME ***PHOTOS!*** BUT I'VE GOT TO ADMIT --

-- I'M JUST TOO DARN *CURIOUS!*

HEY! *DENNIS!* SORRY TO *INTERRUPT* AND ALL --

Huh?

BRA NGG

I-I MEAN -- *Eh?!*

-- BUT THE COPS WOULD LIKE A *WORD* WITH YOU! YOU CAN SPARE A LITTLE TIME, CAN'T YOU -- SAY, *FIVE TO FIFTEEN?!*

BAH! YOU ARE NOTHING MORE THAN A *MINOR NUISANCE,* SPIDER-MAN! FOR I AM *MENACE* --

-- AND MY MUTANT POWERS GIVE ME *THE TOUCH OF* DEATH!

AND NOW WE'RE BACK TO *SUPER-VILLAIN SPEECH PATTERN #1!* JUST WHAT GOES *ON* HERE ANYWAY?!

HEY, NOW, FELLA -- IS THAT *NICE?* IS THAT *POLITE?*

IS THAT HOW YOUR *MOTHER* BROUGHT YOU UP -- TO GET GRABBY WITH TOTAL STRANGERS ON A *FIRST DATE?*

ME, I'D *NEVER* DO A THING LIKE THAT --

-- NOT WHEN I CAN ZAP YOU IN THE FACE WITH A DOUBLE HANDFUL OF *WEBBING,* ANYWAY!

THWIPP THWIPP

Uhh! MY *FACE!*

YOUR EFFORTS ARE DOOMED TO *FAILURE,* SPIDER-MAN -- FOR I AM YOUR SUPERIOR IN *EVERY WAY!*

MY HELMET PROTECTS ME FROM YOUR CRAVEN ATTACK -- AND MY POWER CAN SEAR YOUR WEBBING AWAY LIKE IT NEVER *EXISTED!* BUT I ASK YOU --

-- WHAT WILL SAVE YOU FROM ME?!

AND AS SPIDER-MAN DODGES FRANTICALLY -- BACK AT THE COFFEEHOUSE...

HI, FLASH!

THANKS FOR COMING TO GET ME -- I REALLY DIDN'T LIKE THE IDEA OF RIDING THE SUBWAY BACK OUT TO QUEENS AT THIS HOUR!

DE NADA, LIZ. WHAT ARE FRIENDS FOR?

HOP OVER INTO THE BACK, JASON -- YOU KNOW THOMPSON'S RULE!

YEAH, YEAH -- BLONDES GET THE FRONT SEAT, I KNOW!

WHOOPS! SORRY 'BOUT THAT, FLASH --

-- BUT I SEEM TO HAVE KNOCKED OVER YOUR LAUNDRY!

HUH? FLASH THOMPSON -- WHAT ARE YOU DOING WITH A SPIDER-MAN COSTUME?! YOU'RE NOT GOING TO DO ANYTHING CRAZY, ARE YOU?

CRAZY? OUR PAL FLASH? NO WAY, LIZ! UNLESS, OF COURSE, IT'S CRAZY TO DRESS UP AS SPIDER-MAN, TO MAKE FOLKS THINK HE'S STILL AROUND --

-- EVEN THOUGH THAT YELLOW-BELLIED WEB-SLINGER HASN'T DARED TO SHOW HIMSELF IN A WEEK!

ENOUGH, JASON!

NOBODY SLAMS SPIDEY -- NOT IN MY CAR! HE MUST'VE HAD A REASON FOR DISAPPEARING -- MAYBE HE'S ON A SECRET MISSION OR SOMETHING!

BUT HE'S NOT A COWARD -- YOU'LL SEE!

WELL, WHETHER HE IS OR ISN'T A COWARD, FLASH -- DON'T EVEN THINK ABOUT GOING OUT DRESSED LIKE THAT!

IT'S DANGEROUS! YOU COULD GET SERIOUSLY HURT -- OR WORSE!

AW, YOU SOUND LIKE MY GRANDMA, LIZ! BUT DON'T WORRY, I WAS ONLY THINKIN' ABOUT IT. OL' SPIDEY DOESN'T NEED MY HELP, ANYWAY --

"HE CAN TAKE CARE OF *HIMSELF!*"

I SHOULDN'T HAVE CHALLENGED HIM IN SUCH AN *ENCLOSED SPACE!*

HE CAN BLAST EVERY *WHICH WAY,* TRYING TO CUT ME DOWN, AND I --

--I DON'T HAVE THAT MUCH ROOM TO *DODGE!*

FALL, SPIDER-MAN, *FALL!*

FOR ALL THAT MY SPIDER-SENSE HELPS KEEP ME *AHEAD* OF HIM, SOONER OR LATER HE'S GOING TO --

--*AIIKKH!*

Uhhh! SEARING PAIN -- LIKE AN *ELECTRICAL* BLAST, BUT --

DO YOU *FEEL* IT, SPIDER-MAN? THE POISON OF MY *MUTANT POWER* -- ENTERING YOUR BLOOD-STREAM -- SETTING YOUR *NERVES* AFIRE!

YOU'RE *SUCCUMBING* --

AND SOON, YOU WON'T BE ABLE TO MOVE *AT ALL!*

ARMS -- LIKE *LEAD!* HE'S GOT ME AT HIS MERCY -- HE'S GOING TO *KILL* ME --

-- AND *AUNT MAY* --

-- I'M SORRY, AUNT MAY -- I SHOULDN'T HAVE BEEN SO FOOLISH -- SHOULDN'T HAVE RISKED MY LIFE, WHEN YOU'RE SO --

BUT YOU'LL NEVER FEEL THE *FULL* PARALYSIS, WALL-CRAWLER! BECAUSE WITH MY *NEXT* TOUCH, YOU'LL BE -- Eh?!

TEAM ALPHA -- THIS IS TEAM GAMMA! WHAT'S THE HOLD-UP?

YOU KNOW, MENACE, SOMETHING'S NOT *KOSHER* HERE AND I THINK I'VE GOT AN IDEA WHAT IT *IS!*

BUT I'VE GOT TO THANK YOUR BUDDY ON THE OTHER END OF THAT *RADIO-LINK,* FOR GIVING ME A CHANCE TO CATCH MY *BREATH* --

-- AND TO REALIZE THAT THAT JOLT YOU HIT ME WITH WASN'T ANYWHERE *NEAR* AS BAD AS YOU WERE MAKING IT *OUT* TO BE!

WRAKK

UHH!

AND NOW --

-- LET'S TAKE A LOOK AT THAT *ARMOR* OF YOURS!

SHRED

I *KNEW* IT! YOU ARE NOT A MUTANT AT *ALL!* YOU'RE JUST A FRAUD IN AN *ELECTRICAL HARNESS,* PLAYING ON PEOPLE'S FEAR TO ROB THEM --

-- TO INTIMIDATE THEM WITH TALK OF *CONSPIRACIES* AND SPOOKY POWERS! YOU MISERABLE *SLIME* --!

SLIME!? I'M DOING MANKIND A *SERVICE,* JERK -- AWAKENING THEM TO THE THREAT OF *MUTANTS* IN THEIR MIDST!

OH, AND ISN'T *THAT* ADMIRABLE! YOU KNOW, MENACE...

...GIVEN A CHOICE BETWEEN BEING A HUMAN LIKE YOU, AND A MUTANT LIKE THOSE X-MEN OUT THERE --

"-- I'D PICK A '*MUTANT*', EVERY TIME!"

X-MEN! CALL ME *OVERANALYTICAL,* IF YOU WILL, BUT THE MANNER IN WHICH THESE *ERSATZ STORM-TROOPERS* MOVE --

-- THE WAY THEY FIGHT, THE WAY THEY *SPEAK,* ON THOSE RARE OCCASIONS THAT THEY DO LET FLY WITH VERBIAGE --

-- DOES IT STRIKE *ANYONE* BUT MY EVER-REBOUNDING SELF AS A TRIFLE... *IDENTICAL?*

WKAMM

I'D BEEN NOTICING THAT *MYSELF*, BEAST! THEY DON'T ACT LIKE *INDIVIDUALS* -- BUT LIKE MULTIPLE COPIES OF THE SAME *BEING!* LIKE CLONES, OR --

KRAM

HOLY HANNAH!

PAY NO ATTENTION TO THE MAN BEHIND THE *CURTAIN*, X-MEN -- IT SEEMS THE GREAT AND POWERFUL OZ IS NOTHING BUT A *HUMBUG!*

THAT MACHINERY --!

THIS CASTS AN ENTIRELY NEW *COMPLEXION* ON THE MATTER BEFORE US, DOESN'T IT? IF MENACE ISN'T A MUTANT AFTER *ALL* --

-- THEN PERHAPS HIS MALEVOLENT *MINIONS* ARE LESS THAN THEY APPEAR, AS WELL! AND IF I SURMISE CORRECTLY, BASED ON HIS *POWER-CIRCUITRY* --

-- SPIDER-MAN! HIS WRIST-CONTROLS -- *DISCOMBOBULATE* THEM!

YOU *GOT* IT, BEAST! ANYONE WHO USES AS MANY BIG WORDS AS *YOU* -- I'VE GOT TO FIGURE HE KNOWS *SOMETHING!*

KRNCH

KRNCH

AND NO SOONER HAS SPIDER-MAN CRUSHED MENACE'S GAUNTLETS, THEN --

THE *MUTANTMEN!*

KZAK

THEY -- THEY WERE --

KZAK

-- *ROBOTS!*

KZAK

KZAK

OKAY, I'M THE *KID* HERE, I DON'T MIND LOOKING DUMB --

-- WHAT TIPPED YOU *OFF*, SPIDER-MAN? HOW'D YOU FIGURE OUT HE WASN'T A *MUTANT?*

HE *PUSHED* IT TOO HARD, MOSTLY --

-- KEPT ON TALKING ABOUT WHAT A MENACING, DANGEROUS *MUTANT* HE WAS, AS IF HE WAS TRYING TO *CONVINCE* ME.

PLUS, HE TRIED TO MAKE IT LOOK LIKE HE COULD *TELEPORT*, BUT HE NEVER ACTUALLY DID. SO WHEN I HEARD HIS *RADIO* GO OFF --

-- I FIGURED HE WASN'T WHO HE *SAID* HE WAS.

MY GUESS IS, THERE ARE FOUR OR FIVE *"MENACES,"* AND THEY TIME THEIR STRIKES TO MAKE IT LOOK LIKE THEY'RE *ONE GUY*, TELEPORTING --

-- IT BOOSTS PEOPLE'S *FEAR* AND MAKES IT EASIER TO GET AWAY, IF THE COPS ARE LOOKING FOR YOU IN ANOTHER *BOROUGH.*

NOT *BAD*, SMART GUY -- THE ONLY BIT YOU MISSED WAS OUR LUCKIN' INTO THOSE *ROBOTS*, WITH THE LOOT FROM OUR FIRST FEW JOBS --

-- AND HAVING 'EM CUSTOMIZED UP TO LOOK LIKE *MUTANT FREAKS!* BUT IT WON'T *HELP* YOU -- *NONE* OF IT!

ONCE THIS GETS TO COURT, I'M STILL *HUMAN* -- AND YOU X-CREEPS ARE *MUTANTS!* I WON'T EVEN ADMIT SPIDER-MAN WAS *INVOLVED* --

-- IT'LL JUST BE A CASE OF AN INNOCENT *HUMAN*, FRAMED BY SLIMY *MUTIES!*

TELL ME -- HAVE YOU EVER MET *J. JONAH JAMESON?*

HAH! BLOW IT OUT YOUR EAR -- THE *BUNCH* OF YOU! YOU CAN'T *TOUCH* ME!

MAYBE WE CAN. WE'VE GOT YOUR *EQUIPMENT* -- AND THE BURNT-OUT ROBOTS, OF COURSE. AND IF WE MOVE *FAST* --

-- MAYBE WE CAN TRACK DOWN YOUR *PARTNERS* BEFORE THEY REALIZE THEIR COVER'S BLOWN.

IF THEY'RE ANYWHERE NEAR AS SMART AS *YOU*, THAT SHOULDN'T BE HARD.

WHAT DO YOU ***SAY,*** SPIDER-MAN? LIKE TO COME ALONG AND LEND A HAND? SEE THINGS THROUGH TO THE ***END?***

Huh?

I, Uh -- I ***CAN'T!*** SORRY, BUT YOU'LL HAVE TO HANDLE IT ***YOURSELVES!***

WH --?

BUT GOOD LUCK, THOUGH -- I'M SURE YOU DON'T NEED ***ME*** ALONG, ANYWAY!

HMP. CAST TOGETHER WITH MUTANTS BY ***MISCHANCE,*** HE MAKES THE BEST OF IT, BUT ALLOW HIM A MOMENT TO COGITATE -- AND HE ***BOLTS.***

NOT THE ***WORST*** TREATMENT WE'VE EVER ENCOUNTERED, BUT DISAPPOINTING ***NONETHELESS.***

SIGH IF ONLY SPIDER-MAN WERE MORE LIKE THAT YOUNG FELLOW AT THE DINING ESTABLISHMENT.

IF ONLY THE WORLD WAS...

AND, OUTSIDE...

I HATED TO ***DO*** THAT -- AND I KNOW WHAT THEY MUST ***THINK*** OF ME. BUT I COULDN'T GO WITH THEM -- I JUST ***COULDN'T!***

I CAN'T GO INTO BATTLE -- RISK MY LIFE, AND MAYBE ***LOSE*** IT -- WITH AUNT MAY AS ***SICK*** AS SHE IS!

I'M ALL SHE'S ***GOT!*** IF I WERE TO GET HURT, OR KILLED -- SHE'D BE ***ALONE!*** AND WHATEVER MY RESPONSIBILITIES TO THE ***WORLD*** --

-- MY RESPONSIBILITY TO HER HAS TO COME ***FIRST!*** I FAILED UNCLE BEN -- I CAN'T FAIL ***HER!*** NOT EVEN IF IT SHOULD MEAN --

-- THAT I CAN NEVER BECOME SPIDER-MAN ***AGAIN!***

BOO!

NEXT: THE WORLD THINKS SPIDER-MAN'S A **COWARD!** HAS IT FINALLY COME **TRUE?** YOU'LL HAVE TO ASK..

THE SCARECROW!